



[OMB No. 3064-0030]

Agency Information Collection Activities: Proposed Collection Renewal; Comment Request

AGENCY: Federal Deposit Insurance Corporation (FDIC).

ACTION: Notice and request for comment.

SUMMARY: The FDIC, as part of its obligations under the Paperwork Reduction Act of 1995, invites the general public and other Federal agencies to take this opportunity to comment on the request to renew the existing information collection described below (OMB Control No. 3064-0030). The notice of the proposed renewal for this information collection was previously published in the *Federal Register* allowing for a 60-day comment period.

DATES: Comments must be submitted on or before [INSERT DATE 30 DAYS AFTER DATE OF PUBLICATION IN THE FEDERAL REGISTER].

ADDRESSES: Interested parties are invited to submit written comments to the FDIC by any of the following methods:

- *Agency Website:* <https://www.fdic.gov/resources/regulations/federal-register-publications/>.
- *Email:* comments@fdic.gov. Include the name and number of the collection in the subject line of the message.
- *Mail:* Manny Cabeza (202-898-3767), Regulatory Counsel, MB-3128, Federal Deposit Insurance Corporation, 550 17th Street NW, Washington, DC 20429.
- *Hand Delivery:* Comments may be hand-delivered to the guard station at the rear of the 17th Street NW building (located on F Street NW), on business days between 7:00 a.m. and 5:00 p.m.

Written comments and recommendations for the proposed information collection should

be sent within 30 days of publication of this notice to

www.reginfo.gov/public/do/PRAMain. Find this particular information collection by

selecting "Currently under 30-day Review - Open for Public Comments" or by using the search function.

FOR FURTHER INFORMATION, CONTACT: Manny Cabeza, Regulatory

Counsel, 202-898-3767, mcabeza@fdic.gov, MB-3128, Federal Deposit Insurance

Corporation, 550 17th Street NW, Washington, DC 20429.

SUPPLEMENTARY INFORMATION:

Proposal to renew the following currently approved collection of information:

1. Title: Securities of State Nonmember Banks and State Savings Associations

OMB Number: 3064-0030.

Affected Public: Insured state nonmember banks and state savings associations.

Burden Estimate:

Summary of Estimated Annual Burden (OMB No. 3064-0030)					
Information Collection (Obligation to Respond)	Type of Burden (Frequency of Response)	Number of Respondents	Number of Responses per Respondent	Time per Response (HH:MM)	Annual Burden (Hours)
1. Form 3: Initial Statement of Beneficial Ownership, 12 CFR 335.611 (Mandatory)	Reporting (On Occasion)	20	1.33	01:00	27
2. Form 4: Statement of Changes in Beneficial Ownership, 12 CFR 335.612 (Mandatory)	Reporting (On Occasion)	20	79.48	00:30	795
3. Form 5: Annual Statement of Beneficial Ownership, 12 CFR 335.613 (Mandatory)	Reporting (Annual)	20	0.92	01:00	18
4. Form 8-A: Registration of Certain Classes of Securities, 12 CFR 335.211	Reporting (On Occasion)	3	1	03:00	9

5. Form 8-K: Current Report, 12 CFR 335.311 (Mandatory)	Reporting (On Occasion)	20	10.03	05:17	1,062
6. Form 10: General Form for the Registration of Securities, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	1	1	215:33	216
7. Form 10-K: Annual Report, 12 CFR 335.311 (Mandatory)	Reporting (Annual)	20	1.1	1,296:50	28,530
8. Form 10-Q: Quarterly Report, 12 CFR 335.311 (Mandatory)	Reporting (Quarterly)	20	3.1	104:40	6,489
9. Form 12b-25: Notification of Late Filing, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	3	1	02:30	8
10. Form 15: Certification and Notice of Termination or Registration, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	1	1	01:30	2
11. Form 25: Notification of Removal from Listing and Registration, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	1	1	01:00	1
12. Schedule 13D: Certain Beneficial Ownership Changes, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	1	1	14:30	15
13. Schedule 13-E-3: Going Private Transactions by Certain Issuers or Their Affiliates, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	1	1	137:25	137
14. Schedule 13G: Certain Acquisitions of Stock, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	5	1	12:24	62
15. Schedule 14A: Proxy Statements, 12 CFR 335.211 (Mandatory)	Reporting (Annual)	20	1.1	120:06	2,642

16. Schedule 14C: Information Required in Information Statements, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	20	1.1	96:52	2,131
17. Schedule 14D-1: Tender Offer, 12 CFR 335.211 (Mandatory)	Reporting (On Occasion)	4	1	22:23	90
18. FDIC Form D, Statement of Policy on Offering Circulars (Voluntary)	Reporting (On Occasion)	154	1	01:00	154
19. FDIC Form 1-A, Statement of Policy on Offering Circulars (Voluntary)	Reporting (On Occasion)	154	1	01:00	154
Total Annual Burden (Hours):					42,542
Source: FDIC.					

General Description of Collection: Section 12(i) of the Exchange Act grants authority to the Federal banking agencies to administer and enforce Sections 10A(m), 12, 13, 14(a), 14(c), 14(d), 14(f), and 16 of the Exchange Act and Sections 302, 303, 304, 306, 401(b), 404, 406, and 407 of the Sarbanes-Oxley Act of 2002. Pursuant to Section 12(i), the FDIC has the authority, including rulemaking authority, to administer and enforce these enumerated provisions as may be necessary with respect to state nonmember banks and state savings associations over which it has been designated the appropriate Federal banking agency. Section 12(i) generally requires the FDIC to issue regulations substantially similar to those issued by the Securities and Exchange Commission (SEC) regulations to carry out these responsibilities. Thus, part 335 of the FDIC regulations incorporates by cross-reference the SEC rules and regulations regarding the disclosure and filing requirements of registered securities of state nonmember banks and state savings associations.

After evaluating the remaining ICs in the 2020 ICR, the FDIC has determined that 2 of the 19 ICs in the 2020 ICR should be removed from OMB No. 3064-0030.

Form 8-C, where a reporting bank will file with the FDIC when registering certain classes of securities, has been removed. Form 10-C, where a covered bank will file with the FDIC specific business and financial information on risk factors in accordance with the registration of securities, has also been removed. The FDIC has removed these forms because they have never been used and are not required to be filed.

The estimated annual burden for OMB No. 3064-0030 of 42,542 hours, represents an increase of 30,996 hours from the 2020 ICR (11,546 hours). This increase is driven primarily by (1) revised respondent and response count estimation methodologies for each of the ICs; (2) revised hourly burden estimates from the SEC for the SEC forms and schedules that are used in this ICR; (3) the removal of two collections from the 2020 ICR - Form 8-C and Form 10-C; and (4) the addition of two collections, both pursuant to the “Statement of Policy Regarding the Use of Offering Circulars in Connection with the Public Distribution of Bank Securities”¹ (1996 SOP), for Forms D and 1-A. The most significant increase annual burden comes from an increase in the hourly burden estimate for Form 10-K. The 2020 ICR estimated that Form 10-K would take about 140 hours per response. However, the SEC’s most recent estimates for Form 10-K are 2,255.36 hours. Even after reducing the hourly burden by about 42.5 percent to account for heterogeneity in filing and reporting requirements across the 20 active FDIC-supervised IDIs expected to file Form 10-K the FDIC estimates that the hourly burden will be approximately 1,297 hours. This results in a total estimated annual burden of 28,530 hours, an increase of 25,590 hours from the 2020 ICR for this IC (2,940). This revision alone accounts for over 82 percent of the increase in total annual burden from the 2020 ICR to this ICR.

¹ 81 FR 46807 (September 5, 1996)

This information collection includes the following:

Beneficial Ownership Forms: FDIC Forms 3, 4, and 5 (FDIC Form Numbers 6800/03, 6800/04, and 6800/05)

Pursuant to Section 16 of the Exchange Act, every director, officer, and owner of more than ten percent of a class of equity securities registered with the FDIC under Section 12 of the Exchange Act must file with the FDIC a statement of ownership regarding such securities. The initial filing is on Form 3 and changes are reported on Form 4. The Annual Statement of beneficial ownership of securities is on Form 5. The forms contain information on the reporting person's relationship to the company and on purchases and sales of such equity securities. 12 CFR §§ 335.601 through 336.613 of the FDIC's regulations, which cross-reference 17 CFR 240.16a of the SEC's regulations, provide the FDIC form requirements for FDIC Forms 3, 4, and 5 in lieu of SEC Forms 3, 4, and 5, which are described at 17 CFR §§ 249.103 (Form 3), 249.104 (Form 4), and 249.105 (Form 5).

Form 8-A for Registration of Certain Classes of Securities

Form 8-A is used for registration pursuant to Section 12(b) or (g) of the Exchange Act of any class of securities of any issuer which is required to file reports pursuant to Section 13 or 15(d) of that Act or pursuant to an order exempting the exchange on which the issuer has securities listed from registration as a national securities exchange. Form 8-A is described at 17 CFR 249.208a. There is no actual "Form 8-A" as filers must produce a customized narrative document in compliance with the requirements in accordance with the filer's particular circumstances.

Form 8-K: Current Report

This is the current report that is used to report the occurrence of any material events or corporate changes that are of importance to investors or security holders and have not been reported previously by the registrant. It provides more current information on certain specified events than would Forms 10-Q and 10-K. The form description is at 17 CFR 249.308. There is no actual “Form 8-K” as filers must produce a customized narrative document in compliance with the requirements in accordance with the filer’s particular circumstances.

Form 10: Forms for Registration of Securities

Form 10 is described at 17 CFR 249.210. There is no actual “Form 10” as filers must produce a customized narrative document in compliance with the requirements in accordance with the filer’s particular circumstances.

Form 10-K: Annual Report

This annual report is used by issuers registered under the Exchange Act to provide information described in Regulation S-K, 17 CFR 229. The form is described at 17 CFR 249.310. There is no actual “Form 10-K” as filers must produce a customized narrative document in compliance with the requirements in accordance with the filer’s particular circumstances.

Form 10-Q: Quarterly Reports

The Form 10-Q is a report filed quarterly by most reporting companies. It includes unaudited financial statements and provides a continuing overview of major changes in the company’s financial position during the year, as compared to the prior corresponding period. The report must be filed for each of the first three fiscal quarters of the company’s fiscal year and is due within 40 or 45 days of the close of the quarter, depending on the size of the reporting company. The description of Form 10-Q is at 17 CFR 249.308a. There is no actual “Form 10-Q”

as filers must produce a customized narrative document in compliance with the requirements in accordance with the filer's particular circumstances.

Form 12b-25: Notification of Late Filing

This notification extends the reporting deadlines for filing quarterly and annual reports for qualifying companies. There is no FDIC Form 12b-25. The form is described at 17 CFR 249.322.

Form 15: Certification and Notice of Termination of Registration

This form is filed by each issuer to certify that the number of holders of record of a class of security registered under section 12(g) of the Exchange Act is reduced to a specified level in order to terminate the registration of the class of security. For a bank, the number of holders of record of a class of registered security must be reduced to less than 1,200 persons. For a savings association, the number of record holders of a class of registered security must be reduced to (1) less than 300 persons; or (2) less than 500 persons and the total assets of the issuer have not exceeded \$10 million on the last day of each of the issuer's most recent three fiscal years. In general, registration terminates 90 days after the filing of the certification. There is no FDIC Form 15. This form is described at 17 CFR 249.323.

Schedule 13D: Certain Beneficial Ownership Changes

This Schedule discloses beneficial ownership of certain registered equity securities. Any person or group of persons who acquire a beneficial ownership of more than 5 percent of a class of registered equity securities of certain issuers must file a Schedule 13D reporting such acquisition together with certain other information within ten days after such acquisition. Moreover, any material changes in the facts set forth in the Schedule generally precipitates a duty to promptly file an amendment on Schedule 13D. The SEC's rules define the term

beneficial owner to be any person who directly or indirectly shares voting power or investment power (the power to sell the security). There is no FDIC form for Schedule 13D. This schedule is described at 17 CFR 240.13d-101.

Schedule 13E-3: Going Private Transactions by Certain Issuers or Their Affiliates

This schedule must be filed if an issuer engages in a solicitation subject to Regulation 14A or a distribution subject to Regulation 14C, in connection with a going private merger with its affiliate. An affiliate and an issuer may be required to complete, file, and disseminate a Schedule 13E-3, which directs that each person filing the schedule state whether it reasonably believes that the Rule 13e-3 transaction is fair or unfair to unaffiliated security holders. There is no FDIC form for Schedule 13E-3. This schedule is described at 17 CFR 240.13e-100.

Schedule 13G: Certain Acquisitions of Stock

Certain acquisitions of stock that are over than 5 percent of an issuer must be reported to the public. Schedule 13G is a much abbreviated version of Schedule 13D that is only available for use by a limited category of persons (such as banks, broker/dealers, and insurance companies) and even then only when the securities were acquired in the ordinary course of business and not with the purpose or effect of changing or influencing the control of the issuer. There is no FDIC form for Schedule 13G. This schedule is described at 17 CFR 240.13d-102.

Schedule 14A: Proxy Statements

State law governs the circumstances under which shareholders are entitled to vote. When a shareholder vote is required and any person solicits proxies with respect to securities registered under Section 12 of the Exchange Act, that person generally is required to furnish a proxy statement containing the information specified by Schedule 14A. The proxy statement is intended to provide shareholders with the proxy information necessary to enable them to vote in an

informed manner on matters intended to be acted upon at shareholders' meetings, whether the traditional annual meeting or a special meeting. Typically, a shareholder is also provided with a proxy card to authorize designated persons to vote his or her securities on the shareholder's behalf in the event the holder does not vote in person at the meeting. Copies of preliminary and definitive (final) proxy statements and proxy cards are filed with the FDIC. There is no FDIC form for Schedule 14A. The description of this schedule is at 17 CFR 240.14a-101.

Schedule 14C: Information Required in Information Statements

An information statement prepared in accordance with the requirements of the SEC's Regulation 14C is required whenever matters are submitted for shareholder action at an annual or special meeting when there is no proxy solicitation under the SEC's Regulation 14A. There is no FDIC form for Schedule 14C. This schedule is described at 17 CFR 240.14c-101.

Schedule 14D-1: Tender Offer

This schedule is also known as Schedule TO. Any person, other than the issuer itself, making a tender offer for certain equity securities registered pursuant to Section 12 of the Exchange Act is required to file this schedule if acceptance of the offer would cause that person to own over 5 percent of that class of the securities. This schedule must be filed and sent to various parties, such as the issuer and any competing bidders. In addition, the SEC's Regulation 14D sets forth certain requirements that must be complied with in connection with a tender offer. This schedule is described at 17 CFR 240.14d-100. There is no actual form for Schedule 14D-1 as filers must produce a customized narrative document in compliance with the requirements in accordance with the filer's particular circumstances.

Request for Comment

Comments are invited on: (a) Whether the collection of information is necessary for the proper performance of the FDIC's functions, including whether the information has practical utility; (b) the accuracy of the estimates of the burden of the information collection, including the validity of the methodology and assumptions used; (c) ways to enhance the quality, utility, and clarity of the information to be collected; and (d) ways to minimize the burden of the collection of information on respondents, including through the use of automated collection techniques or other forms of information technology. All comments will become a matter of public record.

Federal Deposit Insurance Corporation.

Dated at Washington, DC, on February 16, 2023.

James P. Sheesley,

Assistant Executive Secretary.

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